

RECORDATION NO. 27499-A FILED

MAY 27 '08

12-37 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

May 23, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 14, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27499.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	The Kansas City Southern De Mexico, S.A. de C.V.
	One O'Hare Centre		P. O. Box 219335
	6250 River Road, Suite 5000		Kansas City, MO 64121-9335
	Rosemont, IL 60018		

A description of the railroad equipment covered by the enclosed document is two hundred fifty (250) 110-ton gondola cars; with TFM marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Marcia Dunne'.

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(TFM010)

ASSGN. NO.: TFM010

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of March, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V., a Mexican corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 4, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of February 4, 2004, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETINGBy: Janice EnolvaName: JANICE ENOLVATitle: MGR OF DOCUMENTATIONExecuted on this 14th day of March, 2008.

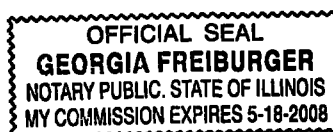
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of March, 2008.

My Commission Expires:

5-2008
(Notary Public)Georgia Freiburger
Notary Public

LESSEE:

THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V.

ATTEST:

By: Paul J. Weyandt

Name: Paul J. Weyandt

Title: Treasurer



By: _____

Name: _____

Title: _____

Executed on this ____ day of _____, _____.

[CORPORATE SEAL]

STATE OF MISSOURI

COUNTY OF JACKSON

I, Patricia A. Sexson, a Notary Public of the County and State aforesaid, certify that Paul J. Weyandt personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of March, 2008.

Patricia A. Sexson
Notary Public

My Commission Expires:

(Notary Public)

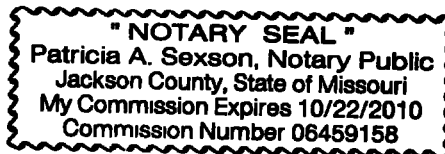


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred and fifty (250)

DESCRIPTION OF CARS: 110-ton, 52 ft. 11 in. Coil Steel Cars, equipped with insulated covers and six (6) coil stops, built in 1998-1999.

CAR NUMBERS: TFM 68000 through 68249, inclusive.

